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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	
)	Chapter 11
)	
TRONOX INCORPORATED, <u>et al.</u> , ¹)	Case No. 09-10156 (ALG)
)	
Debtors.)	Jointly Administered
)	

**TRONOX'S *EX PARTE* MOTION FOR ENTRY OF AN ORDER
SHORTENING NOTICE PERIOD FOR HEARING ON TRONOX'S
MOTION FOR ENTRY OF AN ORDER AUTHORIZING TRONOX
TO PAY DUE DILIGENCE COSTS INCURRED BY INTERESTED
LENDERS IN CONNECTION WITH THEIR FINANCING EFFORTS**

The above-captioned debtors and debtors in possession (collectively, "Tronox") hereby move the Court, pursuant to this motion (the "Motion"), for entry of an order, substantially in the form attached hereto as Exhibit A, authorizing the Debtors to shorten the notice period for a hearing on Tronox's Motion for Entry of an Order Authorizing Tronox to Pay Due Diligence Costs Incurred by Interested Lenders in Connection with Their Financing Efforts (the "Expense Reimbursement

¹ The debtors in these chapter 11 cases include: Tronox Luxembourg S.ar.l; Tronox Incorporated; Cimarron Corporation; Southwestern Refining Company, Inc.; Transworld Drilling Company; Triangle Refineries, Inc.; Triple S, Inc.; Triple S Environmental Management Corporation; Triple S Minerals Resources Corporation; Triple S Refining Corporation; Tronox LLC; Tronox Finance Corp.; Tronox Holdings, Inc.; Tronox Pigments (Savannah) Inc.; and Tronox Worldwide LLC.

Motion”), which is being filed concurrently herewith.² In support of this Motion, the Debtors respectfully state as follows:

Jurisdiction

1. This Court has jurisdiction over this Motion under 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The statutory predicate for the relief requested herein is Rule 9006(c)(1) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rule 9077-1(b) of the Local Bankruptcy Rules for the Southern District of New York (the “Local Bankruptcy Rules”).

Background

4. On January 12, 2009 (the “Petition Date”), Tronox filed petitions with the Court under chapter 11 of the Bankruptcy Code. Tronox is operating its businesses and managing its properties as a debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. Tronox’s chapter 11 cases are consolidated for procedural purposes only and are being jointly administered pursuant to Bankruptcy Rule 1015(b). On January 21, 2009, the United States Trustee for the Southern District of New York (the “U.S. Trustee”) appointed an official committee of unsecured creditors (the “Creditors’ Committee”). On March 13, 2009, the U.S. Trustee appointed an official committee of equity security holders (the “Equity Committee”). No request for the appointment of a trustee or examiner has been made in these chapter 11 cases.

5. Tronox, together with its non-debtor affiliates, is among the world’s leading producers of titanium dioxide pigment and electrolytic and other specialty chemicals. Tronox’s products are used in the manufacture of a number of everyday goods and consumer products such as

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Expense Reimbursement Motion.

paints, coatings, plastics, paper, batteries, toothpaste, sunscreen and shampoo. Tronox has approximately 1,100 customers located in more than 100 countries.

Relief Requested

6. By this Motion, Tronox requests entry of an order, substantially in the form attached hereto as Exhibit A, shortening notice with respect to the Expense Reimbursement Motion and setting the time and date for the hearing on the Expense Reimbursement Motion on **November 10, 2009 at 2:30 p.m. (ET)**, before the Honorable Allan L. Gropper, United States Bankruptcy Court for the Southern District of New York, in Room 617, One Bowling Green, New York, New York 10004-1408.

7. Consistent therewith and with the case management order [Dkt. No. 47] in effect in these cases, Tronox requests that the Court set **November 6, 2009 at 4:00 p.m. (ET)** as the deadline for the service and filing of objections to the Expense Reimbursement Motion.

Basis for Relief

8. Bankruptcy Rule 9006(c)(1) authorizes the Court, for cause shown, to reduce the notice period required for a hearing. See Fed. R. Bankr. P. 9006(c)(1). In addition, Local Rule 9077-1 provides that the Court may grant *ex parte* relief for cause shown. Tronox submits that ample cause exists to reduce the notice period in this instance and grant the Motion on an *ex parte* basis.

9. As set forth in detail in the Expense Reimbursement Motion, Tronox is pursuing a standalone reorganization as a potential alternative to a sale of substantially all of Tronox's assets. Because an auction for the sale of those assets is scheduled for December 8, 2009, Tronox has a limited time period in which to seek exit financing to fund a standalone plan of reorganization. Accordingly, Tronox has requested that Interested Lenders provide Tronox with binding exit financing Commitment Letters by mid-November 2009. To meet that deadline, however, Interested

Lenders must conduct substantial additional due diligence, for which they have sought payment of a work fee and/or reimbursement of expenses. Tronox believes that it is important to have authorization to fund Due Diligence Costs for certain Interested Lenders as quickly as possible, so that these parties are in a position to submit binding Commitment Letters in the timeframe that Tronox has requested. For this reason, Tronox has sought a hearing on its Expense Reimbursement Motion on an expedited basis.

10. Tronox has informed the DIP Agent, the Creditors' Committee and the Equity Committee of its intent to seek a hearing on the Expense Reimbursement Motion on an expedited basis. Each of those parties has consented to Tronox seeking such relief on an expedited basis. Thus, Tronox submits that the parties entitled to notice are not prejudiced by the shortened notice period. Therefore, the shortened notice period requested herein is sufficiently justified under the circumstances.

Motion Practice

11. This Motion includes citations to the applicable rules and statutory authorities upon which the relief requested herein is predicated, and a discussion of their application to this Motion. Accordingly, the Debtors submit that this Motion satisfies rule 9013-1(a) of the Local Bankruptcy Rules for the Southern District of New York.

Notice

12. Tronox has provided notice of this Motion to: (a) the U.S. Trustee; (b) counsel to the DIP Agent; (c) counsel to the Creditors' Committee; (d) counsel to the Equity Committee; (e) the United States Attorney for the Southern District of New York; and (f) all those persons and entities that have formally appeared and requested service in these chapter 11 cases pursuant to Bankruptcy Rule 2002. In light of the nature of the relief requested, Tronox respectfully submits that no further notice is necessary.

No Prior Request

13. No prior application for the relief requested herein has been made to this or any other court.

WHEREFORE, Tronox respectfully requests that the Court enter an order substantially in the form attached hereto as Exhibit A, shortening the notice period for a hearing on the Expense Reimbursement Motion as requested herein and granting Tronox with such other and further relief as is just and proper.

New York, New York
Dated: November 2, 2009

/s/ Patrick J. Nash, Jr.

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EXHIBIT A

Proposed Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	
)	Chapter 11
)	
TRONOX INCORPORATED, <u>et al.</u> , ¹)	Case No. 09-10156 (ALG)
)	
Debtors.)	Jointly Administered
)	

**ORDER SHORTENING NOTICE PERIOD FOR
HEARING ON TRONOX'S MOTION FOR ENTRY
OF AN ORDER AUTHORIZING TRONOX TO PAY
DUE DILIGENCE COSTS INCURRED BY INTERESTED
LENDERS IN CONNECTION WITH THEIR FINANCING EFFORTS**

Upon the motion (the "Motion")² of the above-captioned debtors (collectively, "Tronox") for Entry of an Order (the "Order") Shortening Notice Period for Hearing on Tronox's Motion for Entry of an Order Authorizing Tronox to Pay Due Diligence Costs Incurred by Interested Lenders in Connection with their Financing Efforts; and it appearing that the relief requested is in the best interests of Tronox's estates, its creditors and other parties in interest; the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); venue being proper before this court pursuant to 28 U.S.C. §§ 1408 and 1409; notice of the Motion having been adequate and appropriate under the circumstances; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED

¹ The debtors in these chapter 11 cases include: Tronox Luxembourg S.ar.l; Tronox Incorporated; Cimarron Corporation; Southwestern Refining Company, Inc.; Transworld Drilling Company; Triangle Refineries, Inc.; Triple S, Inc.; Triple S Environmental Management Corporation; Triple S Minerals Resources Corporation; Triple S Refining Corporation; Tronox LLC; Tronox Finance Corp.; Tronox Holdings, Inc.; Tronox Pigments (Savannah) Inc.; and Tronox Worldwide LLC.

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Motion.

1. The Motion is granted.
2. The notice period otherwise applicable to a hearing on the Expense Reimbursement Motion is shortened pursuant to Bankruptcy Rule 9006(c)(1) so that the hearing to consider the Expense Reimbursement Motion shall be held on **November 10, 2009, at 2:30 p.m. (ET)**, before the Honorable Allan L. Gropper, United States Bankruptcy Court for the Southern District of New York, in Room 617, One Bowling Green, New York, New York 10004-1408.
3. The deadline for the service and filing of objections to the Expense Reimbursement Motion shall be **November 6, 2009, at 4:00 p.m. (ET)**.
4. A copy of this Order shall be served upon all parties entitled to notice of the Expense Reimbursement Motion, and such notice shall be deemed good and sufficient notice of the relief requested in the Motion and no further notice shall be required.
5. Tronox is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order.
6. Notwithstanding the possible applicability of Rules 6004(h), 7062 and 9014 of the Federal Rules of Bankruptcy Procedure or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.
7. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

New York, New York
Date: _____, 2009

United States Bankruptcy Judge